

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

IN RE COBALT INTERNATIONAL ENERGY,
INC. SECURITIES LITIGATION

LEAD CASE NO. 4:14-cv-03428

DECLARATION OF RUSSELL C. LEWIS

1. My name is Russell C. Lewis. I am over eighteen (18) years of age, of sound mind, and have personal knowledge and am familiar with the matters stated herein.

2. I am a partner of the law firm Baker Botts L.L.P. (“Baker Botts”), counsel for Defendants Cobalt International Energy, Inc., James W. Farnsworth, Jack E. Golden, Jon A. Marshall, Myles W. Scoggins, William P. Utt, John P. Wilkirson, and Martin H. Young, Jr. (the “Cobalt Defendants”).¹

3. I submit this declaration to demonstrate the Cobalt Defendants’ compliance with the notice requirements of the Class Action Fairness Act of 2005, 28 U.S.C. § 1715 (“CAFA”).

4. On October 12, 2018, Plaintiffs filed their Notice of Motion (I) For Preliminary Approval of Settlement Among Plaintiffs, Cobalt Individual Defendants, and Plan Administrator on Behalf of Cobalt Debtors, (II) for Approval of Form Notice, and (III) to Schedule Hearing Date.

5. Pursuant to 28 U.S.C. § 1715(b), on October 19, 2018, the Cobalt Defendants sent via certified mail a cover letter and certain accompanying documents (the

¹ Baker Botts also represents Peter R. Coneway, Henry Cornell, N. John Lancaster, Kenneth W. Moore, J. Hardy Murchison, Kenneth A. Pontarelli, D. Jeff van Steenberg, Scott L. Lebovitz, and Michael G. France in the above-captioned suit.

“CAFA Notice”) to the U.S. Attorney General and the appropriate government officials for each of the fifty states and United States territories.

6. Attached hereto as Exhibit A is a true and correct copy of the letter that was mailed as described in paragraph 5.

7. As required by 28 U.S.C. § 1715(b), the CAFA Notice enclosed copies of the following documents: (i) the live complaint, which is the Second Consolidated Amended Class Action Complaint (filed March 15, 2017), (ii) the original Complaint for Violations of the Federal Securities Laws (filed November 30, 2014), (iii) the Consolidated Amended Class Action Complaint (filed May 1, 2015), and (iv) the parties’ Stipulation and Agreement of Settlement, including a proposed Order Preliminarily Approving Settlement and Providing for Notice (Exhibit A); Notice of Proposed Settlement of Class Action (Exhibit A-1); Proof of Claim and Release (Exhibit A-2); Summary Notice (Exhibit A-3); a proposed Judgment Approving Class Settlement (Exhibit B); and the lead plaintiffs’ Unopposed Motion for Preliminary Approval of Settlement, Approval of Form of Notice, and to Schedule Hearing Date, and Memorandum of Law in Support Thereof (all filed October 12, 2018).

8. In response to the CAFA Notice, the Office of the Attorney General of the State of Washington sent an email dated December 17, 2018, to Baker Botts acknowledging receipt of the CAFA Notice. Attached hereto as Exhibit B is a true and correct copy of that email.

9. Other than the communication described in this Declaration, Baker Botts has not received any other communications from the recipients of the CAFA Notice.

10. To the best of my knowledge, the Cobalt Defendants have fully complied with CAFA and have satisfied their obligations thereunder.

11. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

EXECUTED in Houston, Texas on the 17th day of January 2019.

A handwritten signature in black ink, appearing to be 'R. Lewis', written over a horizontal line.

Russell C. Lewis

Exhibit A

BAKER BOTTS LLP

ONE SHELL PLAZA
910 LOUISIANA
HOUSTON, TEXAS
77002-4995

TEL +1 713.229.1234
FAX +1 713.229.1522
BakerBotts.com

AUSTIN
BEIJING
BRUSSELS
DALLAS
DUBAI

HONG KONG
HOUSTON

LONDON
MOSCOW
NEW YORK
PALO ALTO
RIYADH
SAN FRANCISCO
WASHINGTON

October 19, 2018

077051.0127

Russell Lewis
TEL: 713.229.1767
FAX: 713.229.2867
russell.lewis@bakerbotts.com

VIA CERTIFIED MAIL

The Honorable Jeff Sessions
Attorney General of the United States
U.S. Department of Justice
950 Pennsylvania Ave., NW
Washington, D.C. 20530-0001

Re: Notice Pursuant to 28 U.S.C. § 1715 of Proposed Settlement in *In re Cobalt International Energy, Inc. Securities Litigation*; Lead Case No. 4:14-cv-03428, in the United States District Court for the Southern District of Texas, Houston Division

Dear Attorney General Sessions:

Cobalt International Energy, Inc., by and through Nader Tavakoli, solely in his capacity as Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., *et al.*, Joseph H. Bryant, James W. Farnsworth, Jack E. Golden, Jon A. Marshall, Myles W. Scoggins, William P. Utt, John P. Wilkerson, and Martin H. Young, Jr. (collectively, the “Cobalt Settling Defendants”) notify you, pursuant to the Class Action Fairness Act of 2005, 28 U.S.C. §§ 1711–1715, that lead plaintiffs GAMCO Global Gold, Natural Resources & Income Trust and GAMCO Natural Resources, Gold & Income Trust, additional plaintiffs St. Lucie County Fire District Firefighters’ Pension Trust Fund, Fire and Police Retiree Health Care Fund, San Antonio, Sjunde AP-Fonden, and Universal Investment Gesellschaft m.b.H., and the Cobalt Settling Defendants have filed with the Court a proposed settlement of this class action. The Cobalt Settling Defendants deny any wrongdoing or liability but have decided to settle this action recognizing that there is uncertainty and risk in any complex litigation and that further litigation would be protracted and expensive.

The following documents, which are contained on the enclosed CD, more fully describe the matter and settlement:

1. The live complaint, which is the Second Consolidated Amended Class Action Complaint (filed March 15, 2017), as well as all prior complaints filed in this matter: the original Complaint for Violations of the Federal Securities Laws (filed November 30, 2014) and the Consolidated Amended Class Action Complaint (filed May 1, 2015).

BAKER BOTTS LLP

The Honorable Jeff Sessions

- 2 -

October 19, 2018

2. The parties' Stipulation and Agreement of Settlement, including a proposed Order Preliminarily Approving Settlement and Providing for Notice (Exhibit A); Notice of Proposed Settlement of Class Action (Exhibit A-1); Proof of Claim and Release (Exhibit A-2); Summary Notice (Exhibit A-3); a proposed Judgment Approving Class Settlement (Exhibit B); and the lead plaintiffs' Unopposed Motion for Preliminary Approval of Settlement, Approval of Form of Notice, and to Schedule Hearing Date, and Memorandum of Law in Support Thereof (all filed October 12, 2018).

If you are unable to access any of the documents on the enclosed CD, or if you prefer to receive paper copies of these documents, please contact Russell Lewis.

This notice and the enclosed materials satisfy the Cobalt Settling Defendants' notification obligations pursuant to the Class Action Fairness Act with respect to this action. The enclosed complaints satisfy 28 U.S.C. § 1715(b)(1), and the enclosed documents filed October 12, 2018 satisfy § 1715(b)(3)-(5).

A hearing on the preliminary approval and fairness of the proposed settlement has been scheduled for **November 1, 2018 at 10:00 a.m. CT**, at the United States District Court for the Southern District of Texas, United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002. *See id.* § 1715(b)(2). In addition, a hearing on the final approval of the proposed settlement has been scheduled for **January 28, 2019 at 10:00 a.m. CT**, at the United States District Court for the Southern District of Texas, United States Courthouse, 515 Rusk Avenue, Houston, Texas 77002. *See id.*

There are currently no written judicial opinions related to the materials described in § 1715(b)(3)-(6), nor has any final judgment or notice of dismissal been filed at this time. *See id.* § 1715(b)(6), (8).

Because the settlement class has not yet been certified and potential class members have not yet submitted claim forms, it is not feasible for the Cobalt Settling Defendants to provide: (a) the names of class members who reside in each state; (b) a reasonable estimate of the number of class members residing in each state; or (c) a reasonable estimate of the proportionate share of the claims of class members residing in each state to the entire settlement. *See id.* § 1715(b)(7). Class members who properly submit valid claim forms will receive a recovery as described in the enclosed Stipulation and Agreement of Settlement.

We submit this notice on behalf of the Cobalt Settling Defendants. If you have any questions about it, the lawsuit, or the enclosed materials, please do not hesitate to contact counsel below.

BAKER BOTTS LLP

The Honorable Jeff Sessions

- 3 -

October 19, 2018

Sincerely,

/s/ Shari L. Heyen

Shari L. Heyen
Greenberg Traurig, LLP
1000 Louisiana, Suite 1700
Houston, TX 77002
Telephone: (713) 374-3500
Facsimile: (713) 374-3505

Attorney for Nader Tavakoli, solely in his capacity as Lead Member and Chairman of the Plan Administrator Committee of Cobalt International Energy, Inc., et al.

/s/ Russell C. Lewis

Russell C. Lewis
Baker Botts LLP
910 Louisiana Street
One Shell Plaza
Houston, TX 77002
Telephone: (713) 229-1767
Facsimile: (713) 229-2867

Attorney for Defendants James W. Farnsworth, Jack E. Golden, Jon A. Marshall, Myles W. Scoggins, William P. Utt, John P. Wilkerson, and Martin H. Young, Jr., and Cobalt International Energy, Inc.

/s/ Karl S. Stern

Karl S. Stern
Quinn Emanuel Urquhart & Sullivan, LLP
Pennzoil Place
711 Louisiana St., Suite 500
Houston, TX 77002
Telephone: (713) 221-7000
Facsimile: (713) 221-7100

Attorney for Joseph H. Bryant

Enclosures

Exhibit B

From: ATG MI WA CAFA-PrivateCP Lawsuits <privatecpa@ATG.WA.GOV>
Sent: Monday, December 17, 2018 12:35 PM
To: Lewis, Russell
Subject: RE: Matter # 10822933, In Re Cobalt International Energy, Inc Securities Litigation

Sent on behalf of Assistant Attorney General Amy Teng:

Dear Mr. Lewis:

This message acknowledges that we have received notice from you regarding the above mentioned case pursuant to the Class Action Fairness Act of 2005, 28 U.S.C § 1715 (CAFA).

Thank you for bringing this matter to the attention of the Washington State Attorney General's Office, Consumer Protection Division.

Sincerely,

Donnelle Brooke
Paralegal
Office of the Attorney General
Consumer Protection Division
Phone-206-464-6562